

**MCDONALD CARANO**  
 2300 WEST SAHARA AVENUE, SUITE 1200 • LAS VEGAS, NEVADA 89102  
 PHONE 702.873.4100 • FAX 702.873.9966

MCDONALD CARANO LLP  
 rkay@mcdonaldcarano.com  
 Rory T. Kay (NSBN 12416)  
 2300 West Sahara Avenue, Suite 1200  
 Las Vegas, NV 89102  
 Telephone: (702) 873-4100  
 Facsimile: (702) 873-9996

QUINN EMANUEL URQUHART & SULLIVAN, LLP  
 Alex Spiro (admitted pro hac vice)  
 alexspiro@quinnemanuel.com  
 51 Madison Avenue, 22nd Floor  
 New York, New York 10010  
 Telephone: (212) 849-7000

QUINN EMANUEL URQUHART & SULLIVAN, LLP  
 Michael T. Lifrak (admitted pro hac vice)  
 michaelifrak@quinnemanuel.com  
 Jeanine M. Zalduendo (admitted pro hac vice)  
 jeaninezalduendo@quinnemanuel.com  
 Aubrey Jones (admitted pro hac vice)  
 aubreyjones@quinnemanuel.com  
 865 South Figueroa Street, 10th Floor  
 Los Angeles, California 90017-2543  
 Telephone: (213) 443-3000

Attorneys for Plaintiff/Counter Defendant  
 TESLA, INC.

**UNITED STATES DISTRICT COURT  
 DISTRICT OF NEVADA**

TESLA, INC.,  
 Plaintiff,  
 v.  
 MARTIN TRIPP,  
 Defendant.

Case No. 3:18-cv-00296-LRH-CBC

**AMENDED DECLARATION OF  
 MICHAEL T. LIFRAK IN SUPPORT OF  
 TESLA, INC.'S MOTION FOR  
 SUMMARY JUDGMENT OR, IN THE  
 ALTERNATIVE, FOR PARTIAL  
 SUMMARY JUDGMENT**

**FILED UNDER SEAL UNDER COURT  
 ORDER ECF No. 44.**

AND RELATED COUNTERCLAIMS

1 **I, Michael T. Lifrak, declare as follows:**

2 1. I am a member of the bar of the State of California and a partner at Quinn Emanuel  
3 Urquhart & Sullivan, LLP, attorneys for Plaintiff and Counterclaim Defendant Tesla, Inc. I make  
4 this declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and  
5 would testify competently thereto.

6 2. I submit this amended declaration in support of Tesla's Motion for Summary  
7 Judgment, or in the Alternative, Partial Summary Judgment (the "Motion").

8 3. Concurrently filed with the Motion is an Amended Appendix of Exhibits In  
9 Support of Tesla's Motion for Summary Judgment, or in the Alternative, Partial Summary  
10 Judgment (the "Appendix").

11 4. The Motion, this declaration, and the concurrently filed declaration of Elon Musk  
12 reference exhibits within the Amended Appendix. All exhibits referenced below are contained in  
13 the Amended Appendix.

14 5. I submit this amended declaration in light of an agreement reached with counsel  
15 for Defendant and Counterclaim Plaintiff Martin Tripp regarding the de-designation as  
16 "confidential" of certain materials described herein and attached to the Amended Appendix. *See*  
17 Defendant/Counterclaimant's April 14, 2020 Response to Tesla's Motion to Seal. Where not  
18 completely de-designated, these materials will be filed in partially redacted form.

19 6. Included in the Appendix as **Exhibit 1** is a true and correct copy of excerpts of the  
20 confidential deposition transcript of Martin Tripp, which has been filed in partially redacted form.

21 7. Included in the Appendix as **Exhibit 2** is a true and correct copy of excerpts of the  
22 confidential deposition transcript of Nicolas Gicinto, which has been filed in partially redacted  
23 form.

24 8. Included in the Appendix as **Exhibit 3** is a true and correct copy of excerpts of the  
25 confidential deposition transcript of Michael Persyn.

26 9. Included in the Appendix as **Exhibit 4** is a true and correct copy of excerpts of the  
27 confidential deposition transcript of Shamara Bell.  
28

10. Included in the Appendix as **Exhibit 5** is a true and correct copy of excerpts of the confidential deposition transcript of Sarah O'Brien.

11. Included in the Appendix as **Exhibit 6** is a true and correct copy of excerpts from the certified transcript of Martin Tripp's June 14, 2018 interview with Nicolas Gicinto and Jake Nocon, produced at TESS-TRIPP\_0028450-739 and designated confidential, which has been filed conditionally under seal. The original audio recording of the interview was produced by Tesla at TES-TRIPP\_000002.

12. Included in the Appendix as **Exhibit 7** is a true and correct copy of Exhibit 74 to the deposition of Martin Tripp, screenshots of messages between Martin Tripp and James Uelmen, produced by Tesla at TES-TRIPP\_0021837.

13. Included in the Appendix as **Exhibit 8** is a true and correct copy of Evelyn Cheng, *Tesla shares falls after Moody's downgrades credit rating*, CNBC.COM (Mar. 27, 2018), available at <https://www.cnbc.com/2018/03/27/moodys-downgrades-tesla-credit-rating-on-model-3-production-delays.html>.

14. Included in the Appendix as **Exhibit 9** is a true and correct copy of Sonari Glinton, *Out Of The Gate, Tesla Stumbles On Its Mass-Market Car*, NPR (Oct. 3, 2017), available at <https://www.npr.org/2017/10/03/555417831/out-of-the-gate-tesla-stumbles-on-mass-market-car>.

15. Included in the Appendix as **Exhibit 10** is a true and correct copy of Neal E. Boudette, *For Tesla, 'Production Hell' Looks Like the Reality of the Car Business*, THE NEW YORK TIMES (April 3, 2018), available at <https://www.nytimes.com/2018/04/03/business/tesla-model-3.html>.

16. Included in the Appendix as **Exhibit 11** is a true and correct copy of Exhibit 70 to the deposition of Martin Tripp, the June 2, 2018 email correspondence between Martin Tripp and Michael Bowling, subject line: "Meet to discuss the following," produced by Martin Tripp at TRIPP00951-52 and designated confidential, which has been filed conditionally under seal.

17. Included in the Appendix as **Exhibit 12** is a true and correct copy of the October 16, 2017 email correspondence and attachment between Michael Bowling and Martin Tripp,

1 subject line: “FW Martin Tripp,” produced by Tesla at TES-TRIPP\_0026707 and designated  
2 confidential, which has been filed conditionally under seal.

3 18. Included in the Appendix as **Exhibit 13** is a true and correct copy of Tesla Motor’s  
4 Inc. Code of Business Conduct and Ethics, produced by Martin Tripp at TRIPP00773-80.

5 19. Included in the Appendix as **Exhibit 14** is a true and correct copy of Tesla’s  
6 Communications Policy and Confidentiality Agreement, produced by Martin Tripp at  
7 TRIPP000781-84 and designated confidential, which has been filed conditionally under seal.

8 20. Included in the Appendix as **Exhibit 15** is a true and correct copy of Tesla Motors,  
9 Inc. Employee Proprietary Information and Inventions Agreement, produced by Martin Tripp at  
10 TRIPP000820-23 and designated confidential, which has been filed conditionally under seal.

11 21. Included in the Appendix as **Exhibit 16** is a true and correct copy of Martin Tripp’s  
12 July 27, 2017 Applicant Non-Disclosure Agreement with Tesla, produced by Martin Tripp at  
13 GGL000140\_0001 and designated highly confidential, which has been filed conditionally under  
14 seal.

15 22. Included in the Appendix as **Exhibit 17** is a true and correct copy of Exhibit 66 to  
16 the deposition of Martin Tripp, the February 20, 2018 email correspondence between Chris  
17 Guenther and Michael Bowling, subject line: “FW:3DU Stator NCM personnel issue(s),” produced  
18 at TES-TRIPP\_0021669-70.

19 23. Included in the Appendix as **Exhibit 18** is a true and correct copy of the March 8,  
20 2018 email correspondence between Michael Bowling and Martin Tripp, produced by Tesla at  
21 TES-TRIPP\_0021668.

22 24. Included in the Appendix as **Exhibit 19** is a true and correct copy of Exhibit 69 to  
23 the deposition of Martin Tripp, the May 25, 2018 email correspondence between Michael Bowling  
24 and Martin Tripp, produced by Tesla at TES-TRIPP\_0000846.

25 25. Included in the Appendix as **Exhibit 20** is a true and correct copy of the summary  
26 of the May 25, 2018 email correspondence between Michael Bowling and Martin Tripp, subject  
27 line: “Verbal Warning follow up,” produced by Tesla at TES-TRIPP\_0000846. This exhibit  
28 inadvertently duplicates Exhibit 19.

26. Included in the Appendix as **Exhibit 21** is a true and correct copy of the May 27, 2018 email correspondence from [mtripp@tesla.com](mailto:mtripp@tesla.com) to [martytripp@icloud.com](mailto:martytripp@icloud.com), subject line: “Fwd: NCM updates-to help reduce NCM WIP level,” produced by Tesla at TES-TRIPP\_00219091-92 and designated confidential, which has been filed conditionally under seal.

27. Included in the Appendix as **Exhibit 22** is a true and correct copy of the May 27, 2018 email correspondence from “Marty Tripp” to “Me,” subject line: “T Scrap 2018,” produced by Martin Tripp at GGL000248.

28. Included in the Appendix as **Exhibit 23** is a true and correct copy of the May 27, 2018 email correspondence from Martin Tripp to [llopez@businessinsider.com](mailto:llopez@businessinsider.com), subject line: “Pics,” produced by Martin Tripp at GGL000092-GGL000092\_0003 and designated highly confidential, which has been filed conditionally under seal.

29. Included in the Appendix as **Exhibit 24** is a true and correct copy of Exhibit 26 to the deposition of Martin Tripp, the June 5, 2018 email correspondence from Martin Tripp to Linda Lorel, subject line: “Valeo robot being removed and pic of the query for all model 3’s.”

30. Included in the Appendix as **Exhibit 25** is a true and correct copy of the May 29, 2018 email correspondence from Martin Tripp to Linette Lopez, subject line: “Email to Elon,” produced by Martin Tripp at GGL000098-GGL000098.0010, and designated highly confidential, which has been filed conditionally under seal.

31. Included in the Appendix as **Exhibit 26** is a true and correct copy of the June 1, 2018 email correspondence from Martin Tripp to [llopez@businessinsider.com](mailto:llopez@businessinsider.com), subject line: “Scrap Tableau,” produced by Martin Tripp at GGL000243-GGL000243\_0002.0002 and designated highly confidential, which has been filed conditionally under seal.

32. Included in the Appendix as **Exhibit 27** is a true and correct copy Exhibit 1 to the deposition of Martin Tripp, the May 27, 2018 email correspondence between Martin Tripp and Linette Lopez : “TESLA (From someone that works there),” and designated confidential, which has been filed conditionally under seal

33. Included in the Appendix as **Exhibit 28** is a true and correct copy of the May 27, 2018 email correspondence between Martin Tripp and [llopez@businessinsider.com](mailto:llopez@businessinsider.com), subject line:

1 “T Scrap 2018,” produced by Martin Tripp at GGL000077-GGL000077\_0006 and designated  
2 highly confidential, which has been filed conditionally under seal.

3 34. Included in the Appendix as **Exhibit 29** is a true and correct copy of the June 6,  
4 2018 email correspondence between Kamran Mumtaz and Linette Lopez, subject line: “New  
5 machine from Germany,” produced by Tesla at TES-TRIPP\_0012897-99.

6 35. Included in the Appendix as **Exhibit 30** is a true and correct copy of Linette Lopez,  
7 *Internal documents reveal Tesla is blowing through an insane amount of raw material and cash*  
8 *to make Model 3s, and production is still a nightmare*, BUSINESS INSIDER (June 4, 2018), available  
9 at <https://www.businessinsider.com/tesla-model-3-scrap-waste-high-gigafactory-2018-5>.

10 36. Included in the Appendix as **Exhibit 31** is a true and correct copy of Linette Lopez,  
11 *Tesla's new Gigafactory robots that are supposed to help it ramp up Model 3 production aren't*  
12 *working yet*, BUSINESS INSIDER (June 6, 2018), available at  
13 [https://www.businessinsider.com/teslas-new-gigafactory-robots-are-not-making-batteries-yet-](https://www.businessinsider.com/teslas-new-gigafactory-robots-are-not-making-batteries-yet-2018-6)  
14 [2018-6](https://www.businessinsider.com/teslas-new-gigafactory-robots-are-not-making-batteries-yet-2018-6).

15 37. Included in the Appendix as **Exhibit 32** is a true and correct copy of the June 6,  
16 2018 email correspondence between Martin Tripp and Linette Lopez, subject line: “New machine  
17 from Germany,” produced by Martin Tripp at GGL000158-GGL000158.0006.

18 38. Included in the Appendix as **Exhibit 33** is a true and correct copy of text message  
19 correspondence between Martin Tripp and Linette Lopez, produced by Martin Tripp at  
20 TRIPP000873-892 and designated confidential, which has been filed conditionally under seal.

21 39. Included in the Appendix as **Exhibit 34** is a true and correct copy of June 19, 2018  
22 email correspondence between [noreplynotifications@tesla.com](mailto:noreplynotifications@tesla.com) and Martin Tripp, subject line:  
23 “Information for Employees Departing Tesla.”

24 40. Included in the Appendix as **Exhibit 35** is a true and correct copy of Exhibit 58 to  
25 the deposition of Martin Tripp, the June 20, 2018 email correspondence between Martin Tripp  
26 and Julia Carrie Wong, subject line: “Termination/Lawsuit.”  
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41. Included in the Appendix as **Exhibit 36** is a true and correct copy of Exhibit 2 to the Deposition of Shamara Bell, the June 21, 2018 email correspondence between Shamara Bell and Jeff Jones, subject line: “Martin Tripp Call.”

42. Included in the Appendix as **Exhibit 37** is a true and correct copy of Exhibit 11 to the Deposition of Shamara Bell, the June 20, 2018 email correspondence between Brooke Airey and Avery Bustamante, subject line: “FW: Martin Trip: Possible Threat,” produced at TRIPP00906.

43. Included in the Appendix as **Exhibit 38** is a true and correct copy of Exhibit 12 to the Deposition of Shamara Bell, the June 20, 2018 email correspondence between Avery Bustamante, Shamara Bell, Angel Besinaiz, Brooke Airey, and Kristin Krerowicz, subject line: “Martin Trip: Possible Threat,” produced by Tesla at TES-TRIPP\_0003386-88.

44. Included in the Appendix as **Exhibit 39** is a true and correct copy of the June 20, 2018 email correspondence between Shamara Bell and Kristin Krerowicz, subject line: Martin Trip: Possible Threat,” produced at TES-TRIPP\_0004022-23 and designated confidential.

45. Included in the Appendix as **Exhibit 40** is a true and correct copy of the June 20, 2018 email correspondence between Sarah O’Brien and Julia Wong, subject line: “Query re: Martin Tripp and your emails,” produced by Tesla at TES-TRIPP\_0010122-31.

46. Included in the Appendix as **Exhibit 41** is a true and correct copy of the June 20, 2018 email correspondence between Drew Harwell and Dave Arnold, subject line: “Hi from Washington Post,” produced by Tesla at TES-TRIPP\_00221996-2002.

47. Included in the Appendix as **Exhibit 42** is a true and correct copy of the June 21, 2018 email correspondence between Don Reisinger and Dave Arnold, subject line: “Fortune inquiry on Tripp’s comments,” produced by Tesla at TES-TRIPP\_0004024-25.

48. Included in the Appendix as **Exhibit 43** is a true and correct copy of Exhibit 3 to the Deposition of Dave Arnold, the June 20, 2018 email correspondence between Drew Harwell and Dave Arnold, subject line: “Hi from Washington Post,” produced by Tesla at TES-TRIPP\_0006183-89.



49. Included in the Appendix as **Exhibit 44** is a true and correct copy of the June 21, 2018 email correspondence between Sarah O'Brien and Dave Arnold, subject line: "Hi from Washington Post," produced by Tesla at TES-TRIPP\_0009687-700.

50. Included in the Appendix as **Exhibit 45** is a true and correct copy of Exhibit 4 to the deposition of Dave Arnold, the June 21, 2018 email correspondence between Dave Arnold and Lora Kolodny, subject line: "CNBC query-Martin Tripp interview in WaPo – whistleblower claims," produced by Tesla at TES-TRIPP 0006175-76.

51. Included in the Appendix as **Exhibit 46** is a true and correct copy of the August 28, 2018 email correspondence from Arlan Adamsen to himself, subject line: "FW: Conversation with Kristin Krerowicz," produced by Tesla at TES-TRIPP 0000971-73.

52. Included in the Appendix as **Exhibit 47** is a true and correct copy of Exhibit 5 to the deposition of Sean Gouthro, Storey County Sheriff's Office Felony Report, produced by Martin Tripp at TRIPP01253-66.

53. Included in the Appendix as **Exhibit 48** is a true and correct copy of excerpts from the certified transcript of James Uelmen's June 25, 2018 interview with Nicolas Gicinto and Justin Zeefe, produced at TES-TRIPP\_0028348. The original audio recording of the interview was produced by Tesla at TES-TRIPP\_0017326.

54. Included in the Appendix as **Exhibit 49** is a true and correct copy of Martin Tripp's Second Amended Response and Objections to Tesla's Interrogatory No. 7, served on June 13, 2019, filed conditionally under seal.

55. Included in the Appendix as **Exhibit 50** is a true and correct copy of Tesla's Amended Response and Objections to Martin Tripp's Interrogatory No. 13, served on May 20, 2019, which has been filed in partially redacted form.

56. Included in the Appendix as **Exhibit 51** is a true and correct copy of Exhibit 41 to the deposition of Martin Tripp.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this document was executed in Los Angeles, California.



1 DATED: April 14, 2020

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3 By   
4 Michael T. Lifrak

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**McDONALD CARANO**  
2300 WEST SAHARA AVENUE, SUITE 1200 • LAS VEGAS, NEVADA 89102  
PHONE 702.873.4100 • FAX 702.873.9966

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that I am an employee of McDonald Carano LLP, and that on April 16, 2020, a true and correct copy of the foregoing **AMENDED DECLARATION OF MICHAEL T. LIFRAK IN SUPPORT OF TESLA, INC.'S MOTION FOR SUMMARY JUDGMENT OR, IN THE ALTERNATIVE, FOR PARTIAL SUMMARY JUDGMENT** was electronically filed with the Clerk of the Court by using CM/ECF service which will provide copies to the following counsel of record registered to receive CM/ECF notification.

/s/ CaraMia Gerard

An employee of McDonald Carano LLP